

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF
THE SOUTH SHORE TRANSPORTATION MANAGEMENT ASSOCIATION**

February 21, 2020

TIME AND PLACE OF MEETING

A regular meeting of the Board of Directors (the “**Board**”) of the South Shore Transportation Management Association, a Nevada nonprofit corporation (“**SS/TMA**”) was held at the office of the Tahoe Regional Planning Agency, at 128 Market Street, Stateline, Nevada 89449 on the date set forth above at 8:30 a.m., local time, pursuant to a meeting notice duly given to all of the members of the Board in accordance with Section 4.10 of the Bylaws of the Corporation (the “**Bylaws**”).

QUORUM AND CALL TO ORDER

Board Chair Steve Teshara called the meeting to order. Based on the number of directors in attendance at the meeting, it was determined that a quorum was present and that the meeting could proceed.

OPEN SESSION

The following Directors were present at the meeting:

Ryan Smith
Jerry Bindel
Mike Bradford
Steve Teshara
Gavin Feiger
Darcie Goodman Collins, Ph.D.
Frank Gerdeman
Ami Chilton
Carol Chaplin

The following Director participated in the meeting by conference call:

Chris Proctor

The following guests were present at the meeting:

Stephen Lani, Nevada Department of Transportation
Carl Hasty, Tahoe Transportation District
Rich Bodine, Hotel Azure/South Lake Tahoe Lodging Association
Nick Haven, TRPA
Kira Smith, TRPA
Melanie Sloan, TRPA

Marissa C. Fox, Esq., from Feldman Thiel, LLP, was present as legal counsel for SS/TMA.

1. **Appointment of New Board Member Carol Chaplin**

As its first order of business, Mr. Teshara introduced Carol Chaplin as the second director designated by the Lake Tahoe South Shore Chamber of Commerce to serve on the SS/TMA Board.

After further discussion, upon motion duly made by Mr. Bradford and seconded by Ms. Collins, the Board unanimously voted to approve the following resolution:

WHEREAS, the increase in the authorized number of Directors have resulted in a vacancy on the Board.

RESOLVED, that in accordance with the Amended and Restated Bylaws, the following individual be and hereby is, designated to fill the vacancy on the Board:

Carol Chaplin (designated by the Lake Tahoe South Shore Chamber of Commerce)

2. **Adoption of Minutes** – Meeting of January 17, 2020

Moved by Mr. Bradford, second by Mr. Smith. Approved 9-0, with abstention by Ms. Chaplin.

3. **Adoption of Amended and Restated SS/TMA Bylaws**

Chair Teshara provided an overview of the process for developing the Amended and Restated Bylaws, culminating in the unanimous approval by prior SS/TMA Directors Teshara, Andrew Strain and Mike Riley. As part of the approval process, Mr. Strain and Mr. Riley resigned from the Board. Mr. Bradford asked if there had been a formal legal review of the bylaws. Ms. Fox answered yes, she and her colleagues at Feldman Thiel had assisted in the drafting the Amended and Restated Bylaws and felt they were ready for action by the newly-expanded SS/TMA Board today.

Note: As this point in the meeting, Director Chris Proctor joined the meeting by phone. Mr. Gerdeman recommended correcting the section 5.6 reference to section 5 in bylaws

Motion by Mr. Bradford, second by Mr. Bindel, unanimous approval (10-0)

RESOLVED, that the Bylaws attached hereto as Exhibit A be, and hereby are, adopted as the Bylaws of and for the Company; and

RESOLVED FURTHER, that the Secretary of the Company be, and she/he hereby is, authorized and directed to execute a Certificate of Secretary regarding the adoption of the Bylaws, to insert the Bylaws in the Company's Minute Book, and to see that a copy of the Bylaws is kept at the Company's principal office, as required by law.

4. **Opportunity for Planning and Project Updates**

Stephen Lani of NDOT provided an update. No major projects are planned on the Nevada side of the Tahoe Basin this year. Caltrans has a few continuing projects. However, it is NDOT's turn to prepare the Annual Tahoe Basin Construction Season Map. Because more space will be available on the map, it was suggested the map add a "coming soon" project list, as 2021 is going to be a year of more major NDOT projects. Mr. Lani noted that NDOT continues to plan for a complete overlay of US 50 in Nevada from Spooner to Stateline (a "3-R project) in 2022.

Mr. Hasty of TTD provided an update on development of the Parking Management Plan for the US 50 South Shore Community Revitalization Project and a status report on development of the next phase of the Nevada SR 28 Class 1 trail, additional off-highway parking, and other improvements along the corridor from Sand Harbor State Park to Spooner Summit.

Mr. Feiger asked if there was anything SS/TMA could do to encourage the Incline Village General Improvement District (IVGID) to collocate their effluent export line with the new segment of Class 1 trail. Mr. Hasty suggested reaching out to the IVGID Board.

Mr. Haven of TRPA provided a summary report on work to update the agency's Regional Transportation Plan, with its focus on transit. He can bring a presentation to this group within the next couple of months. TRPA's Commute Tahoe program is gaining momentum. He says this as a great opportunity and employer/employee outreach role for SS/TMA.

Ms. Smith of TRPA reported that planning is underway for this year's Bike Challenge which will take place during the entire month of June.

Mr. Bradford asked for an update on planning and constructing the Class 1 trail from its current terminus in the Oliver Park neighborhood, along a portion of the Edgewood Tahoe Golf Course to connect with Stateline. Mr. Hasty provided that update. Negotiations with Edgewood Company for the route of the trail along the golf course are nearing completion. Mr. Teshara noted that funding for that section of the Class 1 trail, which already connects from Round Hill Pines Resort, is an element of the Nevada Federal Lands Access Program (FLAP) grant being submitted next month for the *Tahoe South Gateway Recreation Access Improvement Project* (aka the "Expanded Kahle Drive Vision").

Ms. Chaplin asked for an update at the next meeting on the Caltrans US 50 Echo Summit Sidehill Viaduct Replacement Project, scheduled to continue this spring.

Mr. Teshara suggested standing item on the agenda for timely project and planning updates.

There being no further updates at this time, Chair Teshara moved the Board into its scheduled Closed Session at 9:07.

RETURN TO OPEN SESSION

The Board returned to Open Session at 10:30 a.m.

Mr. Haven and Ms. Smith rejoined the meeting. Ms. Fox also rejoined the meeting.

3. Closed Session Report

Mr. Teshara reported the following outcomes of the Closed Session:

Election of Officers for a two-year term:

Gavin Feiger, Secretary

Jerry Bindel, Treasurer

Frank Gerdeman, Vice Chair

Steve Teshara, Chair

SS/TMA appointee to the Tahoe Transportation District Board of Directors (one year terms)

Steve Teshara, TTD Board representative

Frank Gerdeman, Alternate

4. Discussion and Possible Action to Approve SS/TMA Resolution of Intent to Assist in Facilitating the proposed Micro Transit service for the planned Tahoe South Event Center

Mr. Teshara provided the context for this discussion. Is the Board prepared to have a response if someone asks SS/TMA to play a role with respect to the microtransit service proposed as mitigation for the proposed Tahoe South Events Center?

Ms. Collins recommended we wait to see what the mitigation conditions are proposed and approved. Mr. Smith said he believed SS/TMA support and coordination for a microtransit service would be instrumental.

Mr. Gerdeman urged that all the options be on the table for the larger transportation system. We should be engaged in the entire transportation system and how that fits together.

Mr. Haven said TRPA looked forward to SS/TMA being a venue for these conversations. He asked if there was some way the Board could signal an interest in this general direction, not necessarily in connection with a specific project.

Following the discussion of several ideas, the Board gave direction to Chair Teshara provide a public comment at the next TRPA Governing Board meeting that the SS/TMA Board has been expanded, empowered by newly Amended and Restated Bylaws, and is “open for business.”

**5. Public Comment
There was no additional public comment.**

**6. Adjournment
There being no further business to come before the Board, Chair Teshara adjourned the meeting at 10:45 a.m.**

DRAFT